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OF COUNSEL  
URBAN A. LESTER

June 29, 2001

RECORDATION 23540-A REC

JUN 29 '01 4:15 PM

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, Management, and Escrow Agreement dated June 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being/was previously filed with the Commission/Board under Recordation Number 23540

The name/s and address/es of the party/parties to the enclosed document are:

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Investors Building, Suite 300  
Minneapolis, Minnesota 55479-2048

Mr. Vernon A. Williams  
June 29, 2001  
Page 2

A description of the railroad equipment covered by the enclosed document is:

Seventy-five (75) railcars within the series AEX 7001 - AEX 7422 not inclusive.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment, Management, and Escrow Agreement dated June 28, 2001, between The Andersons, Inc., Assignor, and Wells Fargo Equipment Finance, Inc., Assignee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF LEASE ASSIGNMENT,  
MANAGEMENT AND ESCROW AGREEMENT**

Memorandum of Lease Assignment, Management and Escrow Agreement made and entered into on June 28, 2001, by and between Wells Fargo Equipment Finance, Inc. ("Assignee") and The Andersons, Inc. ("Assignor").

WITNESSETH

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), dated June 28, 2001 whereby the Assignor has agreed to assign certain of Assignor's rights, title and interest in, to and under the Full Service Lease Agreement No. 200001-HSC dated December 1, 2000 and Rider 200001-HSCR1 dated December 1, 2000, between Assignor, as Lessor, and Cenex Harvest States Cooperatives, as Lessee, and Assignee desires to assume certain of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms set forth in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

**ASSIGNOR:**

**ASSIGNEE:**

THE ANDERSONS, INC.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: Gary L. Smith

By: [Signature]

Name: Gary L. Smith

Name: [Signature]

Title: Vice President, Finance & Treasurer

Title: Contract Analyst

RECORDATION NO. 23540-A FILED

JUN 29 '01 4:45 PM

SURFACE TRANSFORMATION BOARD

STATE OF OHIO )

COUNTY OF LUCAS ) ss:

On this 26<sup>th</sup> day of June, 2001, before me personally appeared Gary L. Smith, to me personally known, who being duly sworn, says that he is the Vice President, Finance and Treasurer of The Andersons, Inc. and that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Elizabeth J. Hall  
Notary Public  
My Commission Expires: 12-31-2005  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has no Expiration Date.  
Section 147.03 O.R.C.

STATE OF Minnesota )

COUNTY OF Hennepin ) ss:

On this 28<sup>th</sup> day of June, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he/she is the \_\_\_\_\_ of \_\_\_\_\_, that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Margaret M. Killian  
Notary Public  
My Commission Expires:

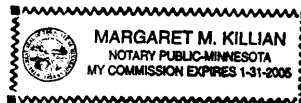


Exhibit A					
Cenex Harvest States Cooperatives					
Rider # 200001-HSCR1					
Car Numbers					
1	AEX	7001	39	AEX	7237
2	AEX	7002	40	AEX	7243
3	AEX	7003	41	AEX	7248
4	AEX	7007	42	AEX	7253
5	AEX	7009	43	AEX	7255
6	AEX	7015	44	AEX	7256
7	AEX	7016	45	AEX	7262
8	AEX	7022	46	AEX	7266
9	AEX	7023	47	AEX	7270
10	AEX	7024	48	AEX	7276
11	AEX	7027	49	AEX	7280
12	AEX	7028	50	AEX	7285
13	AEX	7032	51	AEX	7289
14	AEX	7035	52	AEX	7297
15	AEX	7057	53	AEX	7306
16	AEX	7060	54	AEX	7311
17	AEX	7066	55	AEX	7313
18	AEX	7070	56	AEX	7317
19	AEX	7074	57	AEX	7319
20	AEX	7089	58	AEX	7320
21	AEX	7100	59	AEX	7326
22	AEX	7105	60	AEX	7339
23	AEX	7111	61	AEX	7345
24	AEX	7113	62	AEX	7349
25	AEX	7116	63	AEX	7352
26	AEX	7125	64	AEX	7377
27	AEX	7126	65	AEX	7385
28	AEX	7133	66	AEX	7388
29	AEX	7155	67	AEX	7396
30	AEX	7166	68	AEX	7397
31	AEX	7169	69	AEX	7402
32	AEX	7188	70	AEX	7405
33	AEX	7204	71	AEX	7409
34	AEX	7207	72	AEX	7411
35	AEX	7214	73	AEX	7419
36	AEX	7225	74	AEX	7421
37	AEX	7232	75	AEX	7422
38	AEX	7235			